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A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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April 16, 1997

FILED
APR 18 AM 9:01
TALLAHASSEE, FLORIDA

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Custom Carts of Central Florida, Inc.

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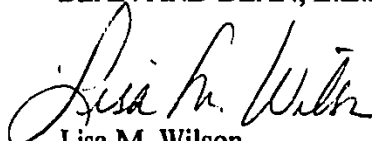
Dear Sirs:

Enclosed herewith please find a check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.


Lisa M. Wilson
Legal Assistant

/lmw
Enclosures

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P. CHEN

APR 21 1997

ARTICLES OF INCORPORATION
OF
CUSTOM CARTS OF CENTRAL FLORIDA, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is **CUSTOM CARTS OF CENTRAL FLORIDA, INC.** The principal office is located at 03243 Register Road, Fruitland Park, Florida 34731.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The professional services rendered will be real estate.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The mailing address of the initial registered office of this corporation is P.O. Box 491243, Leesburg, Florida 34749. The name and address of the initial registered agent of this corporation is **LORNE STEWART**, 03243 Register Road, Fruitland Park, Florida 34731.

ARTICLE VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors and Incorporators. The name and mailing address of each member of this corporation's first Board of Directors are as follows:

Lorne Stewart

P.O. Box 491243
Leesburg, Florida 34749

Initial Incorporators:

Lorne Stewart

P.O. Box 491243
Leesburg, Florida 34749

ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized of permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the, fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 14th day of April, 1997.

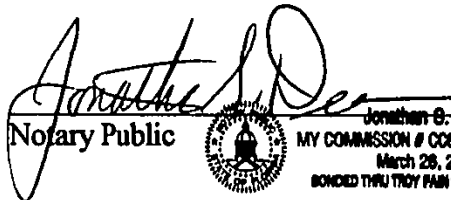

**CUSTOM CARTS OF CENTRAL FLORIDA,
INC.**

By: 
LORNE STEWART, President

STATE OF FLORIDA
COUNTY OF LAKE

I **HEREBY CERTIFY** that on this day before me personally appeared **LORNE STEWART**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

14 **WITNESS** my hand and official seal in the county and state aforesaid mentioned this day of April, 1997.


Notary Public  Jonathan B. Dean
MY COMMISSION # 00626376 EXPIRES
March 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **CUSTOM CARTS OF CENTRAL FLORIDA, INC.** I hereby accept the designation and agree to act as the Registered Agent of said corporation.



LORNE STEWART

Dated the 14th day of April, 1997.

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